

September 14, 2017

The Secretary <b>BSE Limited</b> Phiroze Jeejeebhoy Towers Limited Dalal Street , Mumbai 400 001	The Secretary <b>National Stock Exchange Limited</b> Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai 400 051
<b>Security code:</b> 532880	<b>Symbol:</b> OMAXE
Fax No 022-22723121/2037/39/41/61	Fax No 022-2659 8237/38

**Sub: Addendum to the Notice of 28<sup>th</sup> Annual General Meeting of Omaxe Limited**

Dear Sir,


This is further to our intimation dated September 2<sup>nd</sup> , 2017 whereby the Notice of the 28<sup>th</sup> Annual General Meeting was submitted in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the Addendum to the Notice of 28<sup>th</sup> Annual General Meeting of Omaxe Limited scheduled to be held at 11.00 a.m. on Wednesday, the 27<sup>th</sup> day of September, 2017 at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122001, Haryana, proposing the appointment of Ms. Seema Prasad Avasarala as a Director in place of Mr. Sunil Goel who retires by rotation at the ensuing Annual General Meeting.

The Addendum to Notice of the AGM and Revised Proxy form are also available on the website of the Company at [www.omaxe.com](http://www.omaxe.com)

This is for your information and record.

Thanking You

Your's Faithfully  
**For Omaxe Limited**

  
**Shubha Singh**  
Company Secretary

Encl: a/a

"This is to inform that please make all correspondence with us on our **Corporate Office** Address only"

**OMAXE LTD.**

**Corporate Office:** 7, Local Shopping Centre, Kalkaji, New Delhi-110019.  
Tel.: +91-11-41896680-85, 41893100, Fax: +91-11-41896653, 41896655, 41896799

**Regd. Office:** Shop No. 19-B, First Floor, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122 001,(Haryana)  
**Toll Free No.** 18001020064, **Website:** [www.omaxe.com](http://www.omaxe.com), **CIN:** L74899HR1989PLC051918

**ADDENDUM TO THE NOTICE OF THE 28<sup>TH</sup> AGM OF OMAXE LIMITED**

**ADDENDUM TO THE NOTICE DATED 29TH JULY, 2017 CONVENING THE 28TH ANNUAL GENERAL MEETING OF THE COMPANY SCHEDULED TO BE HELD AT 11.00 A.M. ON WEDNESDAY, THE 27TH DAY OF SEPTEMBER, 2017 AT CASABELLA BANQUET, OMAXE CELEBRATION MALL, SOHNA ROAD, GURGAON - 122001, HARYANA**

Notice is hereby given that the following item of business is added in the aforesaid Notice as Ordinary Business:

**ITEM NO. 4(b)**

**APPOINTMENT OF MS. SEEMA PRASAD AVASARALA (DIN: 07058667) AS A DIRECTOR**

To consider and, if thought fit, to pass with or without modification, the following as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Seema Prasad Avasarala (DIN:07058667), who qualifies for being appointed as a Director and in respect of whom the Company has received a Notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director in place of Mr. Sunil Goel, who retires by rotation at the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

For and on behalf of the Board  
**Omaxe Limited**

  
**Shubha Singh**  
**Company Secretary**

Place: New Delhi  
Date: September 14, 2017


**NOTES:**

1. Brief profile and other required information about the Director proposed to be appointed as required under Regulation 36 of the SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the "Annexure" to this Notice.
2. This Addendum to the Notice of 28<sup>th</sup> AGM is available on the website of the Company. The revised proxy form including the resolution proposed hereinabove is annexed hereto.
3. All the processes, notes and instruction relating to e-voting set out for and applicable to the ensuing 28<sup>th</sup> AGM shall mutatis- mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice of 28<sup>th</sup> AGM. Furthermore, the Scrutinizers appointed for the ensuing 28<sup>th</sup> AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 28<sup>th</sup> AGM.

Place: New Delhi  
Date: September 14, 2017

For and on behalf of the Board

**Omaxe Limited**

  
**Shubha Singh**  
**Company Secretary**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")**

The Board of Directors of the Company had at its Meeting held on 29th July, 2017, approved the Notice convening the 28th Annual General Meeting (AGM) of the Company scheduled to be held at 11.00 a.m. on Wednesday, the 27th day of September, 2017 at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon - 122001, Haryana and the same has already been circulated to the Members as per Section 101 of the Companies Act, 2013.

Subsequently, on September 13, 2017, the Company has received a Notice in writing dated September 12, 2017 from Mr. Vikas Gupta, a Shareholder of the Company alongwith the requisite deposit amount of Rupees. One Lakh under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Seema Prasad Avasarala, as a Director of the Company in place of Mr. Sunil Goel, who retires by rotation at the ensuing Annual General Meeting.

The appointment of Ms. Seema Prasad Avasarala, shall be effective upon approval by the Members in the Meeting. Ms. Seema Prasad Avasarala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Details of Ms. Seema Prasad Avasarala are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Notice convening the 28th Annual General Meeting has been amended by inserting an Agenda item No. 4(b) for appointment of Ms. Seema Prasad Avasarala as a Director in place of Mr. Sunil Goel, who retires by rotation at the ensuing Annual General Meeting of the Company. Hence, the Agenda Item No. 4 relating to appointment of a Director in place of Mr. Sunil Goel, who retires by rotation shall be numbered as Item No. 4(a). The Proxy Form shall be deemed to be amended to include the above referred agenda item.

Pursuant to Rule 13 of the Companies (Appointment of Directors) Rules, 2014, read with Section 160 of the Act, the Company is required to inform the Members of the above referred candidature and place Notice of such candidature on its website.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Ordinary Resolution set out as in the Addendum to the Notice of Annual General Meeting is recommended for approval by the Members as an Ordinary Business.

**Annexure**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT AT THE 28TH ANNUAL GENERAL MEETING**

<b>Name of Director DIN:</b>	<b>Ms. Seema Prasad Avasarala 07058667</b>
i) Date of Birth/Age	07.06.1976
ii) Qualifications	Post Graduate in Commerce
iii) Experience	18 years of experience in Sales and Marketing in a variety of Industries.
iv) Brief Resume	Ms. Seema Avasarala is a Sales and Marketing Professional having more than 18 years of experience and currently serving as the Chief Operating Officer of OyeHelp Technologies.
v) Details of Remuneration sought to be paid	Sitting fee Rs. 40,000/- per Board Meeting & Audit Committee Meeting (if appointed) and Rs. 25000/- for other Committee Meeting(s) thereof wherever appointed and Commission of Rs. 5,00,000/- p.a.
vi) Date of first appointment on the Board	27.09.2017
vii) No. of shares held	Nil
viii) Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
ix) Directorships held in other companies	Oye Help Technologies Pvt Ltd
x) Committee position held in other companies	Nil
a. Audit Committee	Nil
b. Stakeholders' Relationship	Nil
c. others	Nil

# Omaxe Limited

(CIN: L74899HR1989PLC051918)

Registered Office: Shop No 19B, First Floor, Omaxe Celebration Mall,  
Sohna Road, Gurgaon-122001, Haryana

Corporate Office: 'Omaxe House', 7, Local Shopping Centre, Kalkaji, New Delhi-100019  
Tel: 91-11-41893100, 41896680-85, Fax: 91-11-41896653, Website: www.omaxe.com

## PROXY FORM - MGT - 11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) .....

Registered Address .....

E-mail Id: .....

Folio No / Client Id: ..... DP ID: .....

I / We, being the member(s) of ..... shares of the above mentioned company, hereby appoint

1. Name: ..... E-mail Id: .....

Address: .....

Signature: .....

or failing him/her

2. Name: ..... E-mail Id: .....

Address: .....

Signature: .....

or failing him/her

3. Name: ..... E-mail Id: .....

Address: .....

Signature: .....

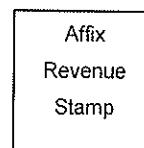
as my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at 28<sup>th</sup> Annual General Meeting of the company, to be held on Wednesday, the 27<sup>th</sup> day of September, 2017 at 11. A.M. at Casabella Banquet, Omaxe Celebration Mall, Sohna Road, Gurgaon-122001, Haryana and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Res No	Description	For	Against
1	Adoption of Audited Financial Statements and Reports of the Board of Directors' and Auditors' thereon for the Financial Year ended 31st March, 2017		
2	Declaration of Dividend on preference shares		
3	Declaration of Dividend on Equity shares		
4 (a)	Reappointment of Mr. Sunil Goel, who retires by rotation		
4(b)	Appointment of Ms. Seema Prasad Avasarala as a Director in place of Mr. Sunil Goel who retires by rotation		
5	Appointment of M/s BSD & Co., Chartered Accountants as Statutory Auditors in place of retiring Auditors, M/s Doogar & Associates, Chartered Accountants and to fix their remuneration		
6	Appointment of Ms. Shruti Divedi as an Independent Director of the Company for a term of five years		
7	Appointment of Mr. Kanakagiri Srinivas as an Independent Director of the Company for a term of five years		
8	Ratification of remuneration of M/s S. K. Bhatt & Associates, Cost Accountants as Cost Auditor of the Company for the Financial Year 2017-18		
9	Private placement of Secured / Unsecured / redeemable / non-redeemable Convertible / Non-Convertible Debenture and/or other Debt Securities.		
10	To consider and take fresh limits of borrowings for a sum not exceed of Rs.3,000 Crores (Rupees Three Thousand Crores Only) under section 180(1)(c) of the companies act, 2013		
11	To ratify and confirm and to enter into contracts/arrangements/transactions with related parties for an aggregate amount not exceeding Rs.7,500 Crore under section 188 of the companies act, 2013		

Dated: \_\_\_\_\_ day of \_\_\_\_\_ 2017

Signature of shareholder

Signature of Proxy holder(s)



### Note:

1. The Proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company.
2. Please put a "✓" in the Box in the appropriate column against the respective resolution. If you leave the "For" or "Against" column blank against any or all the resolution, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
4. A proxy need not be a member.
5. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder